**INFINERA CORP** Form 4 May 03, 2016

## FORM 4

#### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Feller Brad			2. Issuer Name <b>and</b> Ticker or Trading Symbol INFINERA CORP [INFN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)  C/O INFINER  CORPORATIO  COURT		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2016	Director 10% OwnerX_ Officer (give title Other (specibelow) below)  Chief Financial Officer		
(Street) SUNNYVALE, CA 94089		9	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership	
						Following	or Indirect	(Instr. 4)	
				,		Reported	(I)		
					A)	Transaction(s)	(Instr. 4)		
			~		or	(Instr. 3 and 4)			
			Code V	Amount (	D) Price	,			
C					\$				
Common	05/03/2016		P	25,000 A	11.7547	86,628	D		
Stock				,	(1)	,			
					<u> </u>				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 9.02					(2)	01/13/2021	Common Stock	24,107
Non-Qualified Stock Option (Right to Buy)	\$ 9.02					(2)	01/13/2021	Common Stock	893
Restricted Stock Units	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	83,148
Restriced Stock Units	(3)					(5)	<u>(5)</u>	Common Stock	18,560
Restricted Stock Units	<u>(3)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	32,270

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Feller Brad C/O INFINERA CORPORATION

140 CASPIAN COURT SUNNYVALE, CA 94089 Chief Financial Officer

### **Signatures**

/s/ Michael Post, by Power of Attorney 05/03/2016

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This price represents the weighted average purchase price of the shares purchased in multiple transactions at prices ranging from \$11.73 (1) to \$11.76 per share. Upon request by the staff of the Securities and Exchange Commission, Infinera Corporation (the "Company") or a security holder of the Company, Mr. Feller will provide full information regarding the number of shares purchased at each separate price.

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- (2) This option vests and becomes exercisable as to 1/4th of the underlying shares on January 13, 2015 and then 1/48th per month thereafter.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Company's common stock.
- (4) These RSUs vest in four annual installments beginning on February 5, 2015.
- (5) These RSUs vest in three annual installments beginning on May 5, 2016.
- (6) These RSUs vest in four annual installments beginning on May 5, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.